

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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BAYERISCHE LANDESBANK;  
BAYERISCHE LANDESBANK, NEW YORK  
BRANCH,

Plaintiffs,

v.

BARCLAYS BANK PLC; BARCLAYS  
CAPITAL INC.; SUTTON FUNDING LLC;  
BCAP LLC; SECURITIZED ASSET BACKED  
RECEIVABLES LLC; CARRINGTON  
HOLDING COMPANY, LLC; CARRINGTON  
CAPITAL MANAGEMENT LLC;  
CARRINGTON SECURITIES, LP; and  
STANWICH ASSET ACCEPTANCE  
COMPANY, LLC,

Defendants.

9329  
No. 12 CV 9259 (CM)

ECF Case

USDS  
FILED  
FILED: 2/1/13

**STIPULATION AND PROPOSED ORDER**

This Stipulation is entered into between Plaintiffs Bayerische Landesbank and Bayerische Landesbank, New York Branch (collectively, "Plaintiffs") and Defendants Barclays Bank plc, Barclays Capital Inc., Sutton Funding LLC, BCAP LLC, and Securitized Asset Backed Receivables LLC (collectively, the "Barclays Defendants"), by their respective undersigned counsel.

WHEREAS, Plaintiffs commenced the above-captioned action (the "Action") by filing a Summons with Notice pursuant to New York C.P.L.R. 305(b) in the Supreme Court of New York, County of New York, on August 3, 2012, and filed an Amended Summons with Notice (the "Summons") on October 6, 2012;

WHEREAS, the Summons alleged that Plaintiffs purchased residential mortgage backed securities ("RMBS"), including the RALI 2006-QS14 Certificate (the "RALI Certificate"), and set forth various common law claims under New York law that allegedly arise out of Plaintiffs' purchase of the RMBS, including the RALI Certificate;

WHEREAS, Plaintiffs served the Summons on the Barclays Defendants on November 21, 2012, and on Defendants Carrington Holding Company, LLC, Carrington Capital Management LLC, Carrington Securities, LP and Stanwich Asset Acceptance Company, LLC (collectively, the "Carrington Defendants") on November 27, 2012;

WHEREAS, the Barclays Defendants filed in New York Supreme Court and served a Demand for Complaint pursuant to C.P.L.R. § 3012(b) on December 7, 2012, and the Carrington Defendants filed and served a Demand for Complaint on December 14, 2012;

WHEREAS, the Barclays Defendants filed a Notice of Removal on December 21, 2012. As set forth in the Notice of Removal, non-parties Residential Accredited Loans, Inc. and Residential Funding Company, LLC (collectively, the "Debtors") participated in the issuance of the RALI Certificate in 2006. Defendant Barclays Capital Inc. ("BCI") served as an underwriter of the RALI Certificate pursuant to the terms of an Underwriting Agreement between the Debtors and BCI, under which the Debtors agreed to indemnify BCI for certain liabilities arising out of the issuance of the RALI Certificate including, BCI contends, any liability for the claims related to the RALI Certificate in the Action.

WHEREAS, on May 14, 2012, the Debtors commenced cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York, and BCI thereafter filed proofs of claims in those bankruptcy cases in order to seek

indemnification from Debtors for potential expenses or losses related to, among other things, this Action.

WHEREAS, in the Notice of Removal, Barclays asserted that federal jurisdiction was proper in this Action because the Debtors' indemnity obligations to Defendants may affect the Debtors' bankruptcy estate such that this Action thereby is "related to" the bankruptcy case pending in this District pursuant to 28 U.S.C. § 1334(b), and, accordingly, removal to this Court is expressly authorized by 28 U.S.C. § 1452(a). This was the only basis of federal jurisdiction relied upon by the Barclays Defendants in the Notice of Removal.

WHEREAS, the Carrington Defendants consented to the removal of the Action;

WHEREAS, Plaintiffs moved to remand the Action to New York Supreme Court on January 22, 2013 (the "Motion");

WHEREAS, the Barclays Defendants' opposition to the Motion is due to be filed on February 5, 2013;

WHEREAS, on January 24, 2013, the Court ordered Plaintiffs to file their Complaint by January 28, 2013;

WHEREAS, Plaintiffs filed their Complaint on that date (the "Complaint"), alleging common law claims under New York law in respect to Plaintiffs' purchase of certain RMBS. Although the Summons asserted claims relating to the RALI Certificate, the Complaint does not assert any claims concerning the RALI Certificate;

WHEREAS, after having considered the effect of the omission of any claims in the Complaint relating to the RALI Certificate on the basis for federal court jurisdiction cited in the Notice of Removal and Plaintiffs' pending motion for remand, the Barclays Defendants have

agreed to consent to the remand of the Action to state court in exchange for Plaintiffs' agreement that they will not re-assert against the Barclays Defendants or any of their affiliates any claims relating to the RALI Certificate in this or any other proceeding; and

WHEREAS, the Carrington Defendants do not object to the relief sought by this Stipulation and Proposed Order.

**NOW IT IS STIPULATED AND AGREED that:**

1. Plaintiffs shall not assert against the Barclays Defendants or any of their affiliates any claims relating to the RALI Certificate in this or any other proceeding; and

2. This Action is hereby remanded to the Supreme Court of New York, County of New York.

Dated: New York, New York  
January 31, 2013

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Respectfully submitted,

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BCAP LLC, and Securitized Asset Backed  
Receivables LLC*

SO ORDERED

2/1/2013

  
Hon. Colleen McMahon, U.S.D.J.